

RECORDATION NO. 28214 FILED

DEC 29 '09 -12 0 0 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL  
URBAN A LESTER

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December 29, 2009

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D C 20423

Contract 3-8559 Rider 6

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 18, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor                      American Railcar Leasing LLC  
620 North Second Street  
St. Charles, Missouri 63301

[Lessee:                     Flint Hills Resources LP  
4111 East 37<sup>th</sup> Street North  
Wichita, KS 67220

]

Section Chief  
December 29, 2009  
Page 2

A description of the railroad equipment covered by the enclosed document is:

50 railcars: SHPX 464154 - SHPX 464203.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

## MEMORANDUM OF LEASE

This Memorandum of Lease is prepared and filed by American Railcar Leasing LLC, a Delaware limited liability company, on behalf of (i) itself as lessor and/or as assignee of ACF Industries, Incorporated, ACF Industries LLC, American Railcar Industries, Inc., and/or ACF Acceptance LLC as the sole member of various ACF Acceptance entities, and/or (ii) as manager for one or more of the following affiliated lessors: ARI First LLC, ARI Second LLC, ARI Third LLC, ARL II Funding LLC and Shippers Third LLC, all with respect to Flint Hills Resources LP, a Delaware Limited Partnership ("Lessee").

American Railcar Leasing LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain Master Service Contract as identified on Schedule A (as amended, changed, assigned, modified and supplemented from time to time, together with any schedules and exhibits thereto, the "Lease"), pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein, and from time to time may lease other railcars bearing the reporting marks SHPX and/or ACFX.

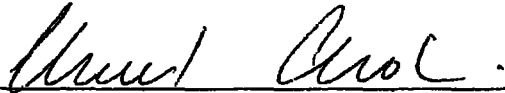
REGISTRATION NO. 28214 FILED

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SURFACE TRANSPORTATION BOARD

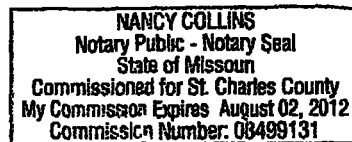
This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.

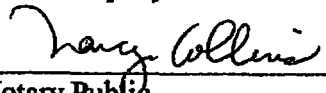
AMERICAN RAILCAR LEASING LLC

By:   
Name: Umesh Choksi  
Title: CFO & Treasurer

STATE OF MISSOURI                     )  
  ) ss.:  
COUNTY OF ST. CHARLES            )

On this 18<sup>th</sup> day of Dec, 2009, before me, personally appeared Umesh Choksi, to me personally known, who being by me duly sworn, says that he resides at St. Louis County, Missouri and is the CFO & Treasurer of American Railcar Leasing LLC, that said instrument was signed on the date hereof on behalf of said company by authority of its governing body; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



  
Notary Public  
My commission expires on 8/2/2012

## Schedule A

### Equipment

#### Flint Hill Resources, LP

Contract 3-8559 rider 6 dated 8/30/07

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	464154
	Hopper	SHPX	464155
	Hopper	SHPX	464156
	Hopper	SHPX	464157
	Hopper	SHPX	464158
	Hopper	SHPX	464159
	Hopper	SHPX	464160
	Hopper	SHPX	464161
	Hopper	SHPX	464162
	Hopper	SHPX	464163
	Hopper	SHPX	464164
	Hopper	SHPX	464165
	Hopper	SHPX	464166
	Hopper	SHPX	464167
	Hopper	SHPX	464168
	Hopper	SHPX	464169
	Hopper	SHPX	464170
	Hopper	SHPX	464171
	Hopper	SHPX	464172
	Hopper	SHPX	464173
	Hopper	SHPX	464174
	Hopper	SHPX	464175
	Hopper	SHPX	464176
	Hopper	SHPX	464177
	Hopper	SHPX	464178
	Hopper	SHPX	464179
	Hopper	SHPX	464180
	Hopper	SHPX	464181
	Hopper	SHPX	464182
	Hopper	SHPX	464183
	Hopper	SHPX	464184
	Hopper	SHPX	464185
	Hopper	SHPX	464186
	Hopper	SHPX	464187

## Schedule A

### Equipment

#### Flint Hill Resources, LP

Contract 3-8559 rider 6

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	464188
	Hopper	SHPX	464189
	Hopper	SHPX	464190
	Hopper	SHPX	464191
	Hopper	SHPX	464192
	Hopper	SHPX	464193
	Hopper	SHPX	464194
	Hopper	SHPX	464195
	Hopper	SHPX	464196
	Hopper	SHPX	464197
	Hopper	SHPX	464198
	Hopper	SHPX	464199
	Hopper	SHPX	464200
	Hopper	SHPX	464201
	Hopper	SHPX	464202
	Hopper	SHPX	464203

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CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 12/29/09



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Robert W Alvord